

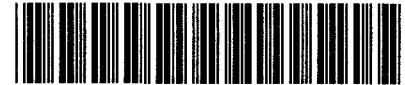
WILLIAM A. MUNDELL
CHAIRMAN

JIM IRVIN
COMMISSIONER

MARC SPITZER
COMMISSIONER

JEFF HATCH-MILLER
COMMISSIONER

MIKE GLEASON
COMMISSIONER



0000116845

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ARIZONA CORPORATION COMMISSION

MEMORANDUM

TO: Chairman William A. Mundell
Commissioner Jim Irvin
Commissioner Marc Spitzer
Commissioner Jeff Hatch-Miller
Commissioner Mike Gleason

Arizona Corporation Commission

DOCKETED

APR 03 2003

FROM: Mark Sendrow *MS*
Director of Securities

DOCKETED BY

DATE: March 31, 2003

RE: Gregory B. Gill and Martin & Griffin, LLC, Docket No. S-03472A-02-0000
(Scottsdale Financial Funding Group, LLC, et al.)

CC: Brian C. McNeil, Executive Secretary

AZ CORP COMMISSION
DOCUMENT CONTROL

2003 APR -3 A 9:16

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Attached is a proposed Order to Cease and Desist, Order of Restitution, Order for Administrative Penalties, and Consent to Same (Order), fully executed by Gregory B. Gill for himself and for his limited liability company, Martin & Griffin, LLC. The proposed order finds violations of the Securities Act, including the sale of unregistered securities and misrepresentations and omissions in the sale of securities.

On March 29, 2002, the Division filed a Notice against Mr. Gill and others, alleging that Respondents were involved in the offer and sale of investment contracts, i.e., securities, within and from Arizona, from around 1997 through 2001. The investment contracts included membership interests in limited liability companies and factoring programs, involving the purchase of uncollected corporate accounts receivable and consumer debt, at a discount, with the promise of profits from the collection of the receivables and debt.

In the proposed Order, these Respondents have consented to make full restitution to the 68 investors who were solicited by Mr. Gill and the two salesmen he recruited to sell these securities, totalling \$6,957,222, plus interest from the date of the investments, and to pay administrative penalties in the amount of \$25,000. The Commission entered orders against the salesmen, Tad Lyn Ulrich and Wallace Butterworth, and their respective companies, and Hayden Keith Holland and his company Scottsdale Financial Funding Group, LLC, on January 28, 2003.

Memo to Commissioners re:
Gregory B. Gill
April 17, 2003
Page Two

Respondents have agreed that they will not offer or sell, directly or indirectly, securities or provide investment advisory services, within or from Arizona, and that they will not apply for registration as a securities salesman or dealer, or licensure as an investment adviser or investment adviser representative in Arizona.

MS: ptj
W/ attachments
Originator: Pamela T. Johnson
Assistant Attorney General Assigned: Moira McCarthy

BEFORE THE ARIZONA CORPORATION COMMISSION

MARC SPITZER
Chairman
JIM IRVIN
Commissioner
WILLIAM A. MUNDELL
Commissioner
JEFF HATCH-MILLER
Commissioner
MIKE GLEASON
Commissioner

In the matter of

SCOTTSDALE FINANCIAL FUNDING
GROUP, LLC
4000 North Scottsdale Road
Scottsdale, AZ 85251

MARTIN & GRIFFIN, LLC
4000 North Scottsdale Road
Scottsdale, AZ 85251

GREGORY B. GILL aka GREGORY R.
GILL,
4015 N. 78th St. #141
Scottsdale, AZ 85251

HAYDEN KEITH HOLLAND
5618 E. Montecito
Phoenix, AZ 85018-3223

TAD L. ULRICH & ASSOCIATES, LLC
13386 North 88th Place
Scottsdale, AZ 85260

TAD LYN ULRICH
13386 North 88th Place
Scottsdale, AZ 85260

SENIOR ADVISORY SERVICES, LLC
1401 Kimdale Street
Lehigh Acres, Florida 33936

WALLACE BUTTERWORTH
1411 East Oranewood Avenue #239
Phoenix, AZ 85020

Respondents.

DOCKET NO. S-03472A-02-0000

DECISION NO. _____

**ORDER TO CEASE AND DESIST, ORDER
OF RESTITUTION, ORDER FOR
ADMINISTRATIVE PENALTIES AND
CONSENT TO SAME
BY: RESPONDENTS GREGORY B. GILL
and MARTIN & GRIFFIN, LLC**

RESPONDENTS GREGORY B. GILL ("GILL") and MARTIN & GRIFFIN, LLC ("M&G") elect to permanently waive any right to a hearing and appeal under Articles 11 and 12 of the Securities Act of Arizona, A.R.S. § 44-1801 *et seq.* ("Securities Act") with respect to this Order To Cease And Desist, Order of Restitution, Order for Administrative Penalties and Consent to Same ("Order"). GILL and M&G admit the jurisdiction of the Arizona Corporation Commission ("Commission"); admit only for purposes of this proceeding and any other administrative proceeding before the Commission or any other administrative agency of the State of Arizona the Findings of Fact and Conclusions of Law contained in this Order; and consent to the entry of this Order by the Commission. The statements and admissions made herein are made for the purpose of resolving disputed claims and it is the intention of the parties that any such statements or admissions shall not be admissible in evidence or usable in any manner in any other civil case or criminal prosecution, except for perjury, false swearing, tampering with physical evidence or any other offense committed in connection with this Order.

I.

FINDINGS OF FACT

1. MARTIN & GRIFFIN, LLC ("M&G") is an Arizona limited liability company organized on August 4, 1998, and was doing business in Arizona at all pertinent times. Its last known address is 4000 North Scottsdale Road, Scottsdale, Arizona. It was formerly located at 7336 E. Shoeman Lane, Suite 111, Scottsdale, Arizona 85251.

2. GREGORY B. GILL ("GILL") is an individual whose last known address is 19 Atherton, Irvine, California, 92620, and who formerly resided at 4015 N. 78th St. #141, Scottsdale, Arizona 85251. There is no evidence that GILL used the middle initial "R". GILL was a principal, owner, officer, director, or shareholder of M&G at all pertinent times.

3. On July 20, 1988, a federal grand jury indicted GILL and another co-founder of a company in Newport Beach, California called First Capital Corporation, alleging mail and wire fraud. A jury convicted GILL on one count of conspiracy and two counts of wire fraud relating to

1 charges of preparing a false financial statement used to defraud investors. GILL was sentenced to
2 five years imprisonment, five years probation, and an order to pay \$89,300 in restitution. GILL
3 appealed the conviction, and the judgment was affirmed by the United States Court of Appeals for
4 the Seventh Circuit in Opinion No. 89-1372, *United States of America v. Gregory B. Gill*, decided
5 on August 3, 1990.

6 4. Beginning in or around April 1999, GILL solicited investors in investment programs,
7 including the M&G Factoring or Accounts Receivable Program and the Credit Investors, LLC Non-
8 Performing or Consumer Debt Program, in which investors were told that they would receive profits
9 from the management efforts of others.

10 5. GILL, M&G, and SCOTTSDALE FINANCIAL FUNDING GROUP, LLC
11 ("SFFGG") agreed that certain sales agents would solicit private investors.

12 6. GILL and HAYDEN K. HOLLAND ("HOLLAND") distributed written materials to
13 investors representing that "SFFG is a finance company that specializes in analyzing and acquiring
14 select investment alternatives for the discriminating investor demanding better than average returns
15 without taking undue risk." SFFG promised to provide investors with alternatives to the traditional
16 market place, with returns that were competitive with stocks and bonds, and that would allow them
17 to diversify their portfolio so that they were not dependent on the volatility that usually accompanies
18 the traditional market place. Investors were assured that only quality investments would be made
19 available for their benefit, and that SFFG was committed to provide them profitable investment
20 alternatives, minimize risk, and provide high growth yield.

21 7. Beginning around April 1999, GILL solicited passive investments in a program
22 involving the sale of membership interests in a series of companies called "Credit Investors, LLCs."
23 GILL and SFFG distributed marketing materials to investors describing this investment program as
24 a "Purchase of Non-Performing and Consumer Debt," with management services to be provided by
25 SFFG.
26

1 8. Beginning around July 1999, GILL and M&G solicited passive investments in
2 another program involving factored receivables purchased from a Phoenix-based company,
3 American Business Funding Group, Inc. ("ABF"). GILL, HOLLAND and M&G distributed
4 marketing materials that represented that ABF's professional credit management team with over 20
5 years of experience would "perform all credit, accounting and other technical and servicing
6 functions," and that ABF proposed to expand its business "by selling commercial accounts
7 receivable to various independent third-party buyers. For this servicing and marketing function,
8 ABF will receive a fee comprised of a portion of the gross fees earned by the buyer." Marketing
9 materials referred to this program as "Factoring and Accounts Receivable Management" (the "M&G
10 factoring program"). M&G was to purchase the accounts receivable, and the investors were to share
11 in the profits of those investments.

12 *"Purchase of Non-Performing and Consumer Debt Program"*

13 9. Investor contracts for the "Purchase of Non-Performing and Consumer Debt"
14 program include an "Operating Agreement" whereby the investor is to become a member of a
15 limited liability company called "Credit Investors, LLCs," and a "Member Representation
16 Agreement." The Operating Agreement represents that the nature of the business and of the
17 purposes to be conducted and promoted by the Company shall be to engage the acquisition,
18 collection and disposition of non-performing receivables. Salesmen describe the investment as
19 involving "non-collected consumer credit card-type paper."

20 10. GILL and HOLLAND represented to investors in written promotional materials that
21 their investments in the "Purchase of Non-Performing and Consumer Debt" program involve certain
22 risks but that SFFG has taken steps to reduce the risks to investors. SFFG represents that those steps
23 include a strategic partnership between SFFG and Intervention & Recovery Specialist Corp. (IRSC),
24 a collections company that purportedly engages in the management and collection of consumer and
25 commercial paper for profit. SFFG represents that IRSC has been successfully collecting on non-
26 performing commercial and consumer debt for over 38 years. SFFG further represents that

1 "because IRSC scrutinizes the debt first hand, we know exactly what we are purchasing, thereby
2 minimizing the risk to our investors."

3 11. Credit Investors, LLCs have made no filings with the Arizona Corporation
4 Commission for authorization to operate in Arizona as limited liability companies.

5 12. Distributions have not been paid to most investors since around October 2001.

6 13. From April 1999 through November 2001, GILL and the sales agents referenced in
7 paragraph 5 solicited at least 25 investors, mostly Arizona residents, in the non-performing and
8 consumer debt "Credit Investors, LLC" program, resulting in investments of at least \$2,461,823. Of
9 these approximately 25 investors, GILL personally solicited at least \$115,000 from at least one
10 investor.

11 *"Factoring and Accounts Receivable Management Program"*

12 14. GILL and M&G told some investors that ABF and third parties manage and monitor
13 the investment and do everything to service the investors; that SFFG and M&G and their principals
14 have a procuring agreement with ABF and perhaps other suppliers of factored paper, under which
15 SFFG and/or M&G own the receivables and that investors will share the profits from administration
16 of the factored paper; that investors can get a distribution quarterly or reinvest the dividends, accrued
17 quarterly, for a one-year, two-year, or three-year term; that at the end of the investment term,
18 investors will get a return of their investment capital plus interest if any has accrued, or they have an
19 opportunity to reinvest if they choose.

20 15. GILL and M&G gave investors promotional materials that described the commercial
21 factoring program as a "Factoring and Accounts Receivable Management" program. Investor
22 contracts included an "Accounts Receivable Purchase Agreement" and a "Purchaser Representation
23 Agreement."

24 16. Investors were given no disclosure documents relating to the financial condition of
25 M&G or its principal, GILL.
26

1 17. Investors were given no background or financial information concerning the debtors
2 who were allegedly obligated to pay the receivables.

3 18. The contracts include statements that the investors are all "accredited," as that term is
4 defined under securities laws, although many of the investors were not accredited investors.

5 19. SFFG represented in written promotional materials provided to investors prior to
6 their investments that SFFG receivables, in most cases, are insured to their full-face amount by
7 insurance provided by nationally-known insurance companies and that debtors are financially sound.
8 However, contrary to the representations contained in the promotional materials, the Purchaser
9 Representation Agreements state: "Certain of the Receivables purchased from M&G are or will be
10 insured to a limited extent by certain insurance policies. However, not all of the Receivables will be
11 covered by insurance, and thus no Purchaser should acquire Receivables in reliance on insurance."

12 20. Investors were given no specific information concerning the alleged insurance.

13 21. SFFG promotional materials provided to investors through sales agents prior to their
14 investments represent that "You are secured by an assignment of our security to you plus we pass
15 title to the purchased invoices to your entity. SFFG manages the entire process on your behalf"
16 However, contrary to these representations, there is no provision in the investor contracts for
17 assigning security or passing title to purchased invoices to the investor, or for providing any security
18 for the investments.

19 22. Except for one investor, whose funds were initially paid directly to ABF, investors'
20 funds were paid to M&G. Although the records of ABF reflect some investment by M&G, there is
21 no record on the books of ABF reflecting any investment by or on behalf of any of M&G's
22 individual investors.

23 23. On February 24, 2000, ABF filed a petition in the United States Bankruptcy Court
24 for the District of Arizona, for protection under Chapter 11 of the United States Bankruptcy Code.

25 24. Sometime prior to December 1999, according to ABF's bankruptcy filings, ABF
26 allegedly discovered that its controlling principal, Angelo Tullo, had been engaging in fraudulent

1 activities including forging signatures to create phony receivables and companies; destroying
2 documents and altering bank statements, client statements, buyer accounts, and other records; and
3 misappropriating ABF investor funds "to support his lavish lifestyle and to further his ponzi
4 scheme." As a result of the alleged fraudulent activities of former management, ABF estimated that
5 investors lost about \$8 million.

6 25. Individual private investors in M&G, whose funds were used to invest in ABF, were
7 not identified as creditors in the ABF bankruptcy.

8 26. After February 2000, ABF was reorganized under new management and continued
9 operations as New Horizon Capital, Inc. ("New Horizon"). New Horizon solicited no new private
10 investors.

11 27. Although GILL and M&G continued to solicit new investors and new funds after
12 ABF's bankruptcy, SFFG and M&G invested no new funds in New Horizon and purchased no
13 receivable paper from New Horizon or ABF since February 2000.

14 28. Distributions have not been paid to most investors since around October 2001.

15 29. From April 1999 through December 2001, GILL and M&G and their sales agents
16 solicited at least 43 investors, mostly Arizona investors, resulting in investments of at least
17 \$4,495,399 in M&G's Factoring and Accounts Receivable Management program. Of these
18 approximately 43 investors, GILL personally solicited at least \$1,150,000 from at least eight
19 investors.

20 30. In connection with the offer or sale of securities within or from Arizona, GILL and
21 M&G directly or indirectly: (i) employed a device, scheme or artifice to defraud; (ii) made untrue
22 statements of material fact or omitted to state material facts which were necessary in order to make
23 the statements made not misleading in light of the circumstances under which they were made;
24 and/or (iii) engaged in transactions, practices or courses of business which operated or would
25 operate as a fraud or deceit upon offerees and investors. GILL and M&G's conduct includes, but is
26 not limited to, the following:

- 1 a) Omitting to disclose the risks of the investment;
- 2 b) Omitting to provide disclosure statements, prospectuses or financial
- 3 statements including but not limited to past operations, balance sheets, statements
- 4 of income, retained earnings, cash flows and uses of proceeds that would reflect
- 5 the financial position of these entities;
- 6 c) Omitting to disclose financial and background information about third
- 7 parties that are supposed to provide management services and technical expertise
- 8 necessary to produce profits for the investors;
- 9 d) Omitting to disclose GILL's prior felony conviction for fraud involving
- 10 misrepresentations in soliciting an investment and misuse of investor funds.

11 **II.**

12 **CONCLUSIONS OF LAW**

13 1. The Commission has jurisdiction over this matter pursuant to Article XV of the Arizona

14 Constitution and the Securities Act.

15 2. GILL and M&G offered or sold securities within or from Arizona, within the meaning

16 of A.R.S. §§ 44-1801(15), 44-1801(21), and 44-1801(26).

17 3. GILL and M&G violated A.R.S. § 44-1841 by offering or selling securities that were

18 neither registered nor exempt from registration.

19 4. GILL and M&G violated A.R.S. § 44-1842 by offering or selling securities while

20 neither registered as a dealer or salesman nor exempt from registration.

21 5. GILL and M&G violated A.R.S. § 44-1991.

22 6. GILL's and M&G's conduct is grounds for a cease and desist order pursuant to A.R.S.

23 § 44-2032.

24 7. GILL's and M&G's conduct is grounds for an order of restitution pursuant to A.R.S. §

25 44-2032.

26 8. GILL's and M&G's conduct is grounds for administrative penalties under A.R.S.

1 § 44-2036.

2 **III.**

3 **ORDER**

4 THEREFORE, on the basis of the Findings of Fact, Conclusions of Law, and GILL's and
5 M&G's consent to the entry of this Order, the Commission finds that the following relief is
6 appropriate, in the public interest, and necessary for the protection of investors:

7 IT IS ORDERED, pursuant to A.R.S. § 44-2032, that GILL's and M&G's, and any of
8 GILL's and M&G's agents, employees, successors and assigns, permanently cease and desist from
9 violating the Securities Act.

10 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2032, that GILL and M&G, jointly
11 and severally, shall pay restitution to investors shown on the records of the Commission, pursuant
12 to A.A.C. R14-4-308(C), in the amount of \$6,957,222, together with interest at the rate of 10% per
13 annum from the date of the purchase payment to the date of repayment, less the amount of any
14 principal, interest, or other distributions received on the security for the period from the date of
15 purchase payment to the date of repayment, and subject to any legal set-offs for payments or
16 collections from any other Respondents, verified by the Director of Securities. Payment shall be
17 made by cashier's check or money order payable to the "State of Arizona" to be placed in an
18 interest-bearing account maintained and controlled by the Arizona Attorney General. The Arizona
19 Attorney General shall disburse the funds on a pro rata basis to investors. Any funds that the
20 Attorney General is unable to disburse shall revert to the state of Arizona.

21 IT IS FURTHER ORDERED that all any distributions, profits, revenue, and proceeds from
22 the purchase or sale of factoring paper from ABF, now known as New Horizon Capital, Inc., and any
23 distributions or returns from the use of investors' funds currently held by, or due in the future from
24 New Horizon Capital, Inc. as a result of investments in ABF, shall be paid in the form of a cashier's
25 check or money order payable to the "State of Arizona" to be placed in an interest-bearing account
26 maintained and controlled by the Arizona Attorney General. The Arizona Attorney General shall

1 disburse the funds on a pro rata basis to certain investors shown on the records of the Division who
2 invested in M&G's factoring program prior to ABF's bankruptcy.

3 IT IS FURTHER ORDERED that all other distributions, profits, revenue, and proceeds from
4 the use of funds solicited by GILL and M&G through the two programs described in this Order shall
5 be paid in the form of a cashier's check or money order payable to the "State of Arizona" to be placed
6 in an interest-bearing account maintained and controlled by the Arizona Attorney General to be
7 disbursed on a pro rata basis to investors as shown on the records of the Division.

8 IT IS FURTHER ORDERED that GILL and M&G shall notify the Commission of any funds
9 received by GILL and/or M&G or any of their agents, employees, successors and assigns, as a result
10 of the use of investors' funds invested in or through M&G, SFFG, and/or Credit Investors, LLCs.

11 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2036, that GILL and M&G, jointly
12 and severally, shall pay administrative penalties in the amount of \$25,000. Payment shall be made

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in full by cashier's check or money order on the date of this Order, payable to the "State of Arizona." Any amount outstanding shall accrue interest at the rate of 10% per annum from the date of this Order until paid in full.

IT IS FURTHER ORDERED that this Order shall become effective immediately.

BY ORDER OF THE ARIZONA CORPORATION COMMISSION

CHAIRMAN

COMMISSIONER

COMMISSIONER

COMMISSIONER

COMMISSIONER

IN WITNESS WHEREOF, I, BRIAN C. McNEIL, Executive Secretary of the Arizona Corporation Commission, have hereunto set my hand and caused the official seal of the Commission to be affixed at the Capitol, in the City of Phoenix, this _____ day of _____, 2003.

BRIAN C. McNEIL
Executive Secretary

DISSENT

This document is available in alternative formats by contacting Shelly M. Hood, Executive Assistant to the Executive Secretary, voice phone number 602-542-3931, E-mail shood@cc.state.az.us.
(PTJ)

CONSENT TO ENTRY OF ORDER

1
2 I. RESPONDENTS GREGORY B. GILL ("GILL") and MARTIN & GRIFFIN, LLC
3 ("M&G"), admit the jurisdiction of the Commission over the subject matter of this proceeding.
4 GILL and M&G acknowledge that they have been fully advised of their right to a hearing to
5 present evidence and call witnesses and GILL and M&G knowingly and voluntarily waive any and
6 all rights to a hearing before the Commission and all other rights otherwise available under Article
7 11 of the Securities Act and Title 14 of the Arizona Administrative Code. GILL and M&G
8 acknowledge that this Order to Cease and Desist, Order of Restitution, Order for Administrative
9 Penalties and Consent to Same ("Order") constitutes a valid final order of the Commission.

10 2. GILL and M&G knowingly and voluntarily waive any right under Article 12 of the
11 Securities Act to judicial review by any court by way of suit, appeal, or extraordinary relief
12 resulting from the entry of this Order.

13 3. GILL and M&G acknowledge and agree that this Order is entered into freely and
14 voluntarily and that no promise was made or coercion used to induce such entry.

15 4. GILL and M&G acknowledge that they have been represented by counsel in this
16 matter, they have reviewed this Order with their attorney and understand all terms it contains.

17 5. GILL and M&G admit, only for purposes of this proceeding and any other
18 administrative proceeding before the Commission or any other administrative agency of the state
19 of Arizona, the Findings of Fact and Conclusions of Law contained in this Order. The statements
20 and admissions made herein are made for the purpose of resolving disputed claims and it is the
21 intention of the parties that any such statements or admissions shall not be admissible in evidence
22 or usable in any manner in any other civil case or criminal prosecution, except for perjury, false
23 swearing, tampering with physical evidence or any other offense committed in connection with
24 this Order.

25 6. By consenting to the entry of this Order, GILL and M&G agree not to take any action
26 or to make, or permit to be made, any public statement denying, directly or indirectly, any Finding

1 of Fact or Conclusion of Law in this Order or creating the impression that this Order is without
2 factual basis. GILL and M&G will undertake steps necessary to assure that all of their agents and
3 employees understand and comply with this agreement. Nothing in this provision affects GILL's
4 and M&G's testimonial obligations or rights to take legal positions in litigation in which an
5 administrative agency of the State of Arizona is not a party.

6 7. While this Order settles this administrative matter between GILL and M&G and the
7 Commission, GILL and M&G understand that this Order does not preclude the Commission from
8 instituting other administrative proceedings based on violations unrelated to the Credit Investors,
9 LLC Non-Performing or Consumer Debt Program or the M&G Factoring or Accounts Receivable
10 Management Program that are not addressed by this Order. If additional investors solicited by
11 GILL and M&G for these programs are identified by the Division after this Order is entered, they
12 will share in the pro rata distribution of the restitution ordered against GILL and M&G.

13 8. GILL and M&G understand, subject to the terms of this Order, that this Order does not
14 preclude the Commission from referring this matter to any governmental agency for
15 administrative, civil, or criminal proceedings that may be related to the matters addressed by this
16 Order.

17 9. GILL and M&G understand, subject to the terms of this Order, that this Order does not
18 preclude any other agency or officer of the state of Arizona or its subdivisions from instituting
19 administrative, civil or criminal proceedings that may be related to matters addressed by this
20 Order.

21 10. GILL and M&G agree that they will not apply to the state of Arizona for registration as
22 securities dealers or salesmen or for licensure as investment advisers or investment adviser
23 representatives at any time in the future.

24 11. GILL and M&G agree that they will not exercise any control over any entity that offers
25 or sells securities or provides investment advisory services, within or from Arizona.

26 12. GILL and M&G agree that until restitution and penalties are paid in full, GILL and

M&G will notify the Director of the Securities Division within 30 days of any change in home address or any change in their ability to pay amounts due under this Order.

13. GILL and M&G understand that default shall render them liable to the Commission for its costs of collection and interest at the maximum legal rate.

14. GILL and M&G consent to the entry of this Order and agree to be fully bound by its terms and conditions.

15. GILL represents that he is managing member of M&G and that he has been authorized by M&G to enter into this Order for and on its behalf.

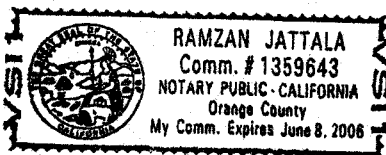
Gregory B. Gill
GREGORY B. GILL

SUBSCRIBED AND SWORN TO BEFORE me this 26 day of FEB, 2003.

Ramzan Jattala
NOTARY PUBLIC

My Commission Expires:

6-8-2006



MARTIN & GRIFFIN, LLC

Gregory B. Gill
By Its Managing Member
GREGORY B. GILL

SUBSCRIBED AND SWORN TO BEFORE me this 26 day of FEB, 2003.

Ramzan Jattala
NOTARY PUBLIC

My Commission Expires:

6-8-2006

